

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re: Chapter 11

BIG LOTS, INC., *et al.*, Case No. 24-11967 (JKS)

Debtors.¹ (Jointly Administered)

Re: D.I. 1991

**CERTIFICATION OF COUNSEL REGARDING ORDER APPROVING
LEASE TERMINATION AGREEMENTS**

The undersigned counsel to the above-captioned debtors and debtors in possession (the “**Debtors**”) hereby certify as follows:

1. On January 2, 2025, the Bankruptcy Court entered its *Order (I) Approving the Asset Purchase Agreement, (II) Authorizing and Approving the Sale of Certain of the Debtors' Assets Free and Clear of All Claims, Liens, Rights, Interests, Encumbrances, and Other Assumed Liabilities and Permitted Encumbrances, (III) Authorizing and Approving the Assumption and Assignment of Certain Executory Contracts and Unexpired Leases, and (IV) Granting Related Relief*[D.I. 1556] (the “**GBRP Sale Order**”²), pursuant to which, among other things, the Debtors sold substantially all of their assets to Gordon Brothers Retail Partners, LLC (“**GBRP**”), including

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin-Granville Road, Columbus, OH 43081.

² Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the GBRP Sale Order.

“Designation Rights” with respect to certain leasehold interests, including the Leases (as defined below).

2. Maxwell Pointe, LLC (“**Maxwell Pointe**”), as landlord, and Big Lots Stores, Inc. as lessee, are parties to a lease for non-residential real property located at 2131 Woodruff Rd., Greenville, South Carolina 29607 (the “**Greenville Lease**”).

3. Brixmor Lehigh SC LLC (“**Brixmor Lehigh**”) and Brixmor Holdings 12 SPE, LLC, (“**Brixmor Holdings**”) as landlords, and either Big Lots Stores, LLC or Big Lots Stores – PNC, LLC as lessee, are parties to a lease for non-residential real property located at 2192 W Union Blvd., Bethlehem, Pennsylvania 18018 (the “**Bethlehem Lease**”), 919 N Shepherd Dr., Houston, Texas 77008 (the “**Houston Lease**”), and 2128 Fort Worth Ave., Dallas, Texas 75211 (the “**Dallas Lease**” and together with the Bethlehem Lease and the Houston Lease, the “**Brixmor Leases**”).

4. Kent Holding, LLC (“**Kent Holding**”), as landlord, and PNS Stores, Inc. as lessee, are parties to a lease for non-residential real property located at 8666 Spicewood Springs Rd., Austin, Texas 78759 (the “**Austin Lease**”).

5. 1100 Jefferson Partners LLC (“**1100 Jefferson Partners**”) and Spoleta 1100 Jefferson LLC (“**Spoleta 1100 Jefferson**”), as landlords, and Big Lots Stores, LLC as lessee, are parties to a lease for non-residential real property located at 1100 Jefferson Road, Henrietta, New York 14623 (the “**Henrietta Lease**”).

6. 415 Orchard Associates, LLC (“**415 Orchard Associates**” and together with Maxwell Pointe, Brixmor Lehigh, Brixmor Holdings, Kent Holding, 1100 Jefferson Partners, and Spoleta 1100 Jefferson, the “**Landlords**”), as landlord, and Big Lots Stores, Inc. as lessee, are parties to a lease for non-residential real property located at Orchard Plaza in Altoona,

Pennsylvania (the “**Altoona Lease**” and together with the Greenville Lease, the Brixmor Leases, the Austin Lease, and the Henrietta Lease, the “**Leases**”).

7. In furtherance of the Designation Rights, GBRP and Landlords have agreed to terminate the Leases in exchange for valuable consideration, as detailed in the lease termination agreement (the “**Lease Termination Agreements**”) included as Exhibit B to the *Notice of Filing of Ninth Post-Closing Designation Notice* [D.I. 1991].

8. This Court’s entry of an order approving the entirety of the Lease Termination Agreements is a condition precedent to the effectiveness of the Lease Termination Agreements.

9. To that end, the parties request that this Court enter the proposed form of order approving the Lease Termination Agreements (the “**Proposed Order**”), attached hereto as **Exhibit 1**.

10. Counsel for the Landlords and GBRP have reviewed the Proposed Order and have agreed to its entry.

WHEREFORE, the Debtors respectfully request that the Court enter the Proposed Order at its earliest convenience.

[Signature page follows]

Dated: February 24, 2025
Wilmington, Delaware

MORRIS, NICHOLS, ARSHT & TUNNELL LLP

/s/ Sophie Rogers Churchill
Robert J. Dehney, Sr. (No. 3578)
Andrew R. Remming (No. 5120)
Daniel B. Butz (No. 4227)
Tamara K. Mann (No. 5643)
Sophie Rogers Churchill (No. 6905)
1201 N. Market Street, 16th Floor
Wilmington, DE 19801
Tel: (302) 658-9200
rdehney@morrisnichols.com
aremming@morrisnichols.com
dbutz@morrisnichols.com
tmann@morrisnichols.com
srchurchill@morrisnichols.com

-and-

DAVIS POLK & WARDWELL LLP

Brian M. Resnick (admitted *pro hac vice*)
Adam L. Shpeen (admitted *pro hac vice*)
Stephen D. Piraino (admitted *pro hac vice*)
Ethan Stern (admitted *pro hac vice*)
450 Lexington Avenue
New York, NY 10017
Tel.: (212) 450-4000
brian.resnick@davispolk.com
adam.shpeen@davispolk.com
stephen.piraino@davispolk.com
jonah.peppiatt@davispolk.com
ethan.stern@davispolk.com

Counsel to the Debtors and Debtors in Possession